

APACHE CORP  
Form 8-A12B  
July 29, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-A**

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

**APACHE CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State of incorporation or organization)

**41-0747868**

(I.R.S. Employer Identification Number)

**One Post Oak Central**

**2000 Post Oak Boulevard, Suite 100**

**Houston, Texas 77056-4400**

(Address, including zip code, of principal executive offices)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-155884 (if applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class  
to be so registered**

Depository Shares Representing a 1/20<sup>th</sup> Interest in a Share of 6.00%  
Mandatory Convertible Preferred Stock, Series D

**Name of each exchange on which  
each class is to be registered**

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act: **None**

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

The securities to be registered hereby are Depository Shares representing interests in 6.00% Mandatory Convertible Preferred Stock, Series D (the Preferred Stock), which is a series of preferred stock of Apache Corporation (Apache). Each Depository Share represents a 1/20th interest in a share of Preferred Stock. The descriptions of the Depository Shares and the underlying Preferred Stock are contained in Apache's Prospectus, dated December 2, 2008, included in Apache's registration statement on Form S-3 (File No. 333-155884) under the captions Description of Apache Corporation Capital Stock and Description of Depository Shares, and Apache's Prospectus Supplement with respect to the Depository Shares, dated July 23, 2010, under the captions Description of Depository Shares and Description of the Mandatory Convertible Preferred Stock, and those sections are incorporated herein by reference.

**Item 2. Exhibits.**

**Exhibit**

**Number Description of Exhibit**

- 3.1 Restated Certificate of Incorporation of Apache (incorporated herein by reference to Exhibit 3.1 to Apache's Annual Report on Form 10-K for the year ended December 31, 2009 filed on February 26, 2010).
- 3.2 Bylaws of Apache, as amended August 6, 2009 (incorporated herein by reference to Exhibit 3.2 to Apache's Quarterly Report on Form 10-Q for the quarter ended June 30, 2009).
- 3.3 Certificate of Designations of the 6.00% Mandatory Convertible Preferred Stock, Series D (including form of stock certificate).
- 4.1 Deposit Agreement, dated as of July 28, 2010, between Apache Corporation and Wells Fargo Bank, N.A., as depository, on behalf of all holders from time to time of the receipts issued thereunder (including form of Depository Receipt) (incorporated herein by reference to Exhibit 4.2 to Apache's Current Report on Form 8-K filed July 28, 2010).
- 4.2 Form of Depository Receipt for the Depository Shares (included as Exhibit A to Exhibit 4.1).

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
4.3	Form of certificate for the 6.00% Mandatory Convertible Preferred Stock, Series D (included as Exhibit A to Exhibit 3.3).
4.4	Form of Certificate for Apache's Common Stock (incorporated by reference to Exhibit 4.1 to Apache's Quarterly Report on Form 10-Q for the quarter ended March 31, 2004).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

APACHE CORPORATION

Date: July 29, 2010

By: /s/ Roger B. Plank  
Roger B. Plank  
President (Principal Financial Officer)

**EXHIBIT INDEX**

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